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OF COUNSEL  
URBAN A. LESTER

17039-I  
RECORDATION NO. \_\_\_\_\_ FILED

June 9, 2009

JUN 09 '09 -1 3 0 PM

SURFACE TRANSPORTATION BOARD

Anne K. Quinlan, Esq.  
Acting Secretary  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Liens, dated as of June 4, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates Indenture and Indenture Supplements previously filed with the Commission under Recordation Number 17039.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee:	Wilmington Trust Company 1100 North Market Street Wilmington, DE 19890
Lessee:	Union Pacific Railroad Company 1416 Dodge Street Omaha, NE 68179

Anne K. Quinlan, Esq.  
June 9, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

515 railcars within the series CHTT 500200 - CHTT 500409 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index follows:

Release of Liens.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

**EXECUTION VERSION**

17039-I  
RECORDATION NO. \_\_\_\_\_ FILED

(UPRR 1990-1)

JUN 09 '09 -1 3 0 PM

**RELEASE OF LIENS**

**SURFACE TRANSPORTATION BOARD**

**Dated as of June 4, 2009**

**between**

**UNION PACIFIC RAILROAD COMPANY,  
as Lessee**

**and**

**WILMINGTON TRUST COMPANY,  
as Indenture Trustee**

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON **EXHIBIT A** ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE.

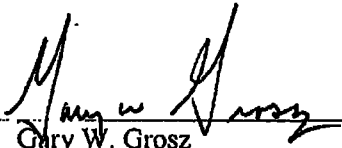
4, 2009 by WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee") under the Indenture and Security Agreement dated as of September 1, 1990 between the Owner Trustee and the Indenture Trustee (as supplemented and amended from time to time, the "Indenture"; capitalized terms used herein without definition having the respective meanings set forth in the Indenture) and UNION PACIFIC RAILROAD COMPANY, a Delaware Corporation (the "Lessee").

1. The Indenture Trustee does hereby (i) acknowledge payment in full of all Notes issued under the Indenture and (ii) release any and all of its interest and Liens under the Indenture.

2. The Lessee does hereby agree that it shall, at its cost and expense, cause this Agreement to be promptly filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit A attached hereto, and the interests of the Indenture Trustee therein, shall be terminated and released.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,  
as Lessee

By:   
Name: Gary W. Grosz  
Title: Assistant Treasurer

WILMINGTON TRUST COMPANY,  
as Indenture Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

4 SATISFACTION AND DISCHARGE AND RELEASE OF LIENS, dated as of June 4, 2009 by WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee") under the Indenture and Security Agreement dated as of September 1, 1990 between the Owner Trustee and the Indenture Trustee (as supplemented and amended from time to time, the "Indenture"; capitalized terms used herein without definition having the respective meanings set forth in the Indenture) and UNION PACIFIC RAILROAD COMPANY, a Delaware Corporation (the "Lessee").

1. The Indenture Trustee does hereby (i) acknowledge payment in full of all Notes issued under the Indenture and (ii) release any and all of its interest and Liens under the Indenture.

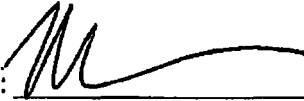
2. The Lessee does hereby agree that it shall, at its cost and expense, cause this Agreement to be promptly filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit A attached hereto, and the interests of the Indenture Trustee therein, shall be terminated and released.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,  
as Lessee

By: \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

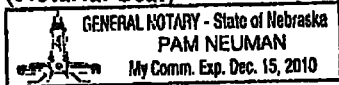
WILMINGTON TRUST COMPANY,  
as Indenture Trustee

By:  \_\_\_\_\_  
Name: Mark H. Brzoska  
Title: Financial Services Officer

State of Nebraska     )  
                                      )  
County of Douglas    )     ss

On this 4th day of June, 2009, before me, a notary public, personally appeared Gary W. Grosz, to me personally known, who being by me duly sworn says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



Pam Neuman  
Pam Neuman, Notary Public

My Commission Expires: Dec. 15, 2010

State of \_\_\_\_\_ )  
                                      )  
County of \_\_\_\_\_ )     ss

On this \_\_\_\_\_ day of June, 2009, before me, a notary public, personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY as Indenture Trustee and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

State of Nebraska     )  
                                  )  
County of Douglas    )

SS

On this \_\_\_\_ day of June, 2009, before me, a notary public, personally appeared Gary W. Grosz, to me personally known, who being by me duly sworn says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

\_\_\_\_\_  
Pam Neuman, Notary Public

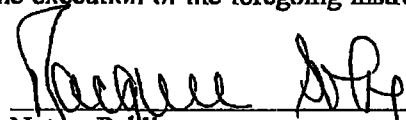
My Commission Expires: Dec. 15, 2010

State of Delaware     )  
                                  )  
County of New Castle    )

SS

On this 4<sup>th</sup> day of June, 2009, before me, a notary public, personally appeared Mark H. Brzoska, to me personally known, who being by me duly sworn says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY as Indenture Trustee and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

  
\_\_\_\_\_  
Notary Public

My Commission Expires: JACQUELINE SOLONE  
Notary Public - State of Delaware  
My Comm. Expires March 28, 2011

Exhibit A  
Page 1 of 2

**ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS**

<u>Description</u>	<u>Filing Date</u>	<u>Recordation Number</u>
Lease Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Lessor, and Union Pacific Railroad Company, as Lessee	October 1, 1990	17039
Indenture and Security Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Owner Trustee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	17039-A
Lease and Indenture Supplement No. 1, dated October 1, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	17039-B
Lease and Indenture Supplement No. 2, dated December 27, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	December 27, 1990	17039-C
Lease and Indenture Supplement No. 3, dated July 10, 1992	Not recorded.	
Lease and Indenture Supplement No. 4 and Amendment Agreement, dated October 28, 2002, among Union Pacific Railroad Company, as Lessee, Banc One Kentucky Leasing Corporation, as Owner Participant, Wachovia Trust Company, N.A., as Owner Trustee, Thrivent Financial for Lutherans, as Loan Participant, and Wilmington Trust Company, as Indenture Trustee	Not recorded.	



**ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS**

<u>Description</u>	<u>Filing Date</u>	<u>Document Key</u>
Lease Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Lessor, and Union Pacific Railroad Company, as Lessee	October 1, 1990	9752
Indenture and Security Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Owner Trustee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	9753
Lease and Indenture Supplement No. 1, dated October 1, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	October 1, 1990	9754
Lease and Indenture Supplement No. 2, dated December 27, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee	December 27, 1990	9751
Lease and Indenture Supplement No. 3, dated July 10, 1992	Not recorded.	
Lease and Indenture Supplement No. 4 and Amendment Agreement, dated October 28, 2002, among Union Pacific Railroad Company, as Lessee, Banc One Kentucky Leasing Corporation, as Owner Participant, Wachovia Trust Company, N.A., as Owner Trustee, Thrivent Financial for Lutherans, as Loan Participant, and Wilmington Trust Company, as Indenture Trustee	Not recorded.	

EXHIBIT A

CHTT-500200	CHTT-500266	CHTT-500321	CHTT-500374
CHTT-500201	CHTT-500267	CHTT-500322	CHTT-500375
CHTT-500202	CHTT-500268	CHTT-500323	CHTT-500376
CHTT-500203	CHTT-500269	CHTT-500324	CHTT-500377
CHTT-500204	CHTT-500270	CHTT-500325	CHTT-500378
CHTT-500205	CHTT-500272	CHTT-500326	CHTT-500379
CHTT-500207	CHTT-500273	CHTT-500327	CHTT-500380
CHTT-500218	CHTT-500274	CHTT-500328	CHTT-500381
CHTT-500220	CHTT-500275	CHTT-500329	CHTT-500382
CHTT-500221	CHTT-500276	CHTT-500330	CHTT-500383
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CHTT-500223	CHTT-500278	CHTT-500332	CHTT-500385
CHTT-500224	CHTT-500279	CHTT-500333	CHTT-500386
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CHTT-500226	CHTT-500281	CHTT-500335	CHTT-500388
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CHTT-500264	CHTT-500319	CHTT-500372	
CHTT-500265	CHTT-500320	CHTT-500373	

EXHIBIT A

CHTT-500206	CHTT-500442	CHTT-500492	CHTT-500542
CHTT-500208	CHTT-500443	CHTT-500493	CHTT-500543
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CHTT-500640	CHTT-500690	
CHTT-500641	CHTT-500691	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/9/09



\_\_\_\_\_  
Robert W. Alvord